



3-259A029

TTX COMPANY  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223  
FAX (312) 984-3855

THOMAS D. MARION  
TREASURER

September 14, 1993

VIA FEDERAL EXPRESS

Sidney Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Room 2303  
Washington, DC 20423

SEP 16 1993 - 3 05 PM  
INTERSTATE COMMERCE COMMISSION

RECEIVED  
OFFICE OF THE  
SECRETARY  
SEP 16 2 52 PM '93  
LICENSING BRANCH  
DIRECT LINE (312) 984-3821

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 2 dated as of August 25, 1993, a secondary document supplementing the Manufacturing Agreement dated as of April 2, 1993.

Parties to this transaction are as follows:

TTX Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Trinity Industries, Inc. (Manufacturer)  
2525 Stemmons Freeway  
Dallas, TX 75207

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. Of Units</u>	<u>Marked</u>	<u>Numbered</u>
5-unit articulated all-purpose spine cars	FCA	70	TTAX	553375-553444

Sidney Strickland, Jr.  
September 14, 1993  
Page Two

Enclosed is our check in the amount of \$16.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

- 1) Manufacturing Agreement dated April 2, 1993, recorded on April 12, 1993, recordation number 18195.
- 2) Manufacturing Agreement Supplement No. 1, dated as of April 28, 1993, recorded on May 11, 1993, recordation number 18195-A.

A short summary of this Supplement No. 2 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 2 covering 70 5-unit articulated all-purpose spine cars, TTAX - numbered 553375-553444".

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:mak  
Enclosures  
18195-B

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of August 25, 1993 between TRINITY INDUSTRIES, INC. (the "Manufacturer") and TTX COMPANY (the "Company").

18195-B  
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INTERSTATE COMMERCE COMMISSION

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of April 2, 1993 which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

TRINITY INDUSTRIES, INC.

By: W. C. Newby  
W. C. Newby, V.P. Freight Car Sales & Marketing

(Corporate Seal)

ATTESTATION:

Neil D. Shoop  
Assistant Secretary

TTX COMPANY

By: T. J. Marion  
Treasurer

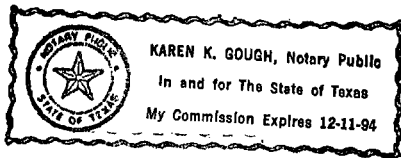
(Corporate Seal)

ATTESTATION:

A. J. Barton  
Assistant Secretary

STATE OF TEXAS            )  
                                  )   SS.:  
COUNTY OF DALLAS        )

On this 9 day of September 1993, before me personally appeared W. C. Newby, to me personally known, who, being by me duly sworn, says that he is a V.P. Freight Car Sales & Marketing of TRINITY INDUSTRIES, INC. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

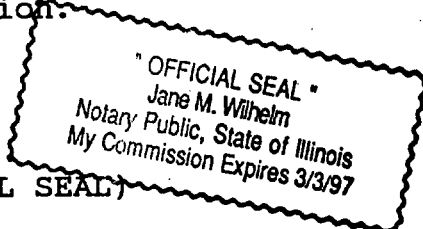


Karen K. Gough  
Notary Public

(NOTARIAL SEAL)

STATE OF ILLINOIS        )  
                                  )   SS.:  
COUNTY OF COOK         )

On this 27 day of August, 1993, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(NOTARIAL SEAL)

Jane M. Wilhelm  
Notary Public

ANNEX A  
TO MANUFACTURING AGREEMENT SUPPLEMENT NO. 2  
TRINITY INDUSTRIES, INC.  
(Manufacturer)

TTX COMPANY  
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	<u>Company Car Numbers (Incl.)</u>	<u>Unit Price</u>	<u>Total Price</u>	<u>Month of Delivery</u>	<u>Spec. (Contract Number)</u>
TTAX	70	553375-553444			Oct.-Dec., '93	T-4C92-1

ITEM 2: April 30, 1994

ITEM 3: To be determined

ITEM 4: 2525 Stemmons Freeway  
Dallas, TX 75207

\* Five-Platform Articulated All Purpose Flat Cars to handle containers and 28 ft. through 53 ft. trailers with deck 36 1/2" above rail. TTX Specification No. 68-43-011586, dated January 15, 1986, revised October 1, 1991 and TTX Supplemental Specification No. 68-43-061592 dated June 15, 1992, revised July 24, 1992. Trinity's Specification F-5-5701 dated February 12, 1993.

mfgagree.78